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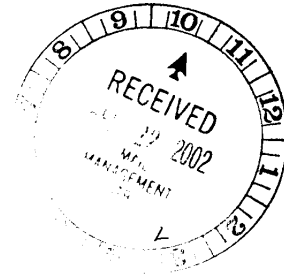
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RECORDATION NO. **20996-L** FILED

February 21, 2002

MAR 18 '02 10-43 AM

TS
SURFACE TRANSPORTATION BOARD



Taledia Stokes
Surface Transportation Board
Recordation Office
1925 K Street, N.W., Suite 70
Washington D.C. 20423

Dear Taledia,

Enclosed are two (2) originals of the **Memorandum of Railcar Lease** dated as of October 11, 2001 between the following parties:

Names and address of the following parties:

Lessor: **THE CIT GROUP/EQUIPMENT FINANCING INC.**
1211 Avenue of the Americas, New York, NY 10036

Lessee: **CARGILL, INCORPORATED**
15615 McGinty Road West, Wayzata, MN 55391-2398

A short summary of the document to appear in the index follows:

Memorandum of Railcar Lease between Lessor: **THE CIT GROUP/EQUIPMENT FINANCING INC.** and Lessee: **CARGILL, INCORPORATED** covering 90 coal hoppers with reporting marks and numbers – CEFX 15002 – CEFX 944592, **NOT INCLUSIVE.**

Please file this memorandum **SECOND** as a **SECONDARY** document to Recordation #20996-A dated 10/14/98 and return one (1) stamped original to my attention. A check covering the filing fee of twenty-eight dollars (\$28.00) is enclosed.

If you have any questions regarding the filing, please feel free to call me at 800-634-9738 ext. 20100.

Thank you for your prompt assistance.

Sincerely,

Sherry Lewey
Research/Development Coordinator



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Enclosure

MEMORANDUM OF RAILCAR LEASE

THIS MEMORANDUM OF RAILCAR LEASE dated as of this 11th day of October, 2001, is made by THE CIT GROUP/EQUIPMENT FINANCING, INC., a Delaware corporation, with an address at 1211 Avenue of the Americas, New York, New York 10036 (the "Lessor"), and CARGILL, INCORPORATED, a Delaware corporation, with an address at Cargill Office Center, 15407 McGinty Road West- MS 78, Wayzata, MN 55391-2399 (the "Lessee" and, together with the Lessor, the "Parties").

KNOW ALL PERSONS BY THESE PRESENTS THAT:

WHEREAS, the Lessor and the Lessee entered into that certain Master Railcar Lease (the "Lease") dated as of October 8, 1997 covering the equipment listed on Schedule A hereto (the "Equipment") pursuant to a Memorandum of Railcar Lease filed with the Surface Transportation Board on October 14, 1998 as recordation number 20996-A.

WHEREAS, the Parties have entered into an additional Schedule under the Lease and wish to show for the public record the existence of the aforesaid Schedule, the respective interests therein of the Parties and a description of the equipment (the "Equipment") as set forth in **Schedule A** hereto, and accordingly the Parties have caused this Memorandum to be executed by their respective duly authorized officers, as of the date first above written.

NOW, THEREFORE, for valuable consideration, the receipt and sufficiency of which are hereby acknowledged by each of the Parties hereto, by this instrument the Lessor hereby leases and confirms the lease of the Equipment to the Lessee in accordance with the terms and conditions of the Lease, and the Lessee confirms and accepts such terms and conditions, which are incorporated by reference as if fully set forth herein.

I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessor by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessor. I further declare under penalty of perjury that the foregoing is true and correct.

THE CIT GROUP/EQUIPMENT FINANCING, INC.

By: Joseph L. Mankowski
Name: JOSEPH L. MANKOWSKI
Title: VICE PRESIDENT/RAIL RESOURCES

I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessee by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessee. I further declare under penalty of perjury that the foregoing is true and correct.

CARGILL, INCORPORATED

By: R.W. Schaefer
Name: R.W. Schaefer
Title: CARGILL RAIL FLEET ADMIN MANAGER

RECORDED 20996-4

MAR 18 '02

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SURFACE TRANSPORTATION BOARD

SCHEDULE A

1/2/02

Quantity
90Equipment Description
4750 c.f. covered hopper cars with
gravity gates and trough hatchesCar Marks and Numbers

1	CEFX	15002
2	CEFX	15004
3	CEFX	15017
4	CEFX	15029
5	CEFX	15036
6	CEFX	15050
7	CEFX	15058
8	CEFX	15059
9	CEFX	15073
10	CEFX	15085
11	CEFX	15093
12	CEFX	15271
13	CEFX	15314
14	CEFX	15324
15	CEFX	15335
16	CEFX	15366
17	CEFX	15369
18	CEFX	15381
19	CEFX	15411
20	CEFX	15425
21	CEFX	15438
22	CEFX	15444
23	CEFX	15446
24	CEFX	15667
25	CEFX	15695
26	CEFX	15697
27	CEFX	15716
28	CEFX	17075
29	CEFX	17077
30	CEFX	17079
31	CEFX	17080
32	CEFX	17086
33	CEFX	17087
34	CEFX	17103
35	CEFX	17104
36	CEFX	17111
37	CEFX	17120
38	CEFX	17133
39	CEFX	17137
40	CEFX	17140
41	CEFX	17151
42	CEFX	17154
43	CEFX	17169
44	CEFX	17175
45	CEFX	17199

46	CEFX	17202
47	CEFX	17211
48	CEFX	17218
49	CEFX	17222
50	CEFX	17233
51	CEFX	17532
52	CEFX	17684
53	CEFX	17755
54	CEFX	151512
55	CEFX	151566
56	CEFX	151579
57	CEFX	151755
58	CEFX	151767
59	CEFX	151796
60	CEFX	151816
61	CEFX	151853
62	CEFX	151876
63	CEFX	151922
64	CEFX	151950
65	CEFX	151968
66	CEFX	151988
67	CEFX	151995
68	CEFX	152116
69	CEFX	152159
70	CEFX	152709
71	CEFX	152721
72	GRPX	944019
73	GRPX	944023
74	GRPX	944086
75	GRPX	944149
76	GRPX	944159
77	GRPX	944163
78	GRPX	944182
79	GRPX	944203
80	GRPX	944266
81	GRPX	944345
82	GRPX	944379
83	GRPX	944392
84	GRPX	944418
85	GRPX	944454
86	GRPX	944471
87	GRPX	944545
88	GRPX	944549
89	GRPX	944572
90	GRPX	944592